

RECORDATION NO. 27139-C FILED

MAY 01 '08 -9 05 AM

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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

SURFACE TRANSPORTATION BOARD

May 1, 2008

Anne K. Quinlan, Esquire  
Acting Secretary  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment and Assumption Agreement, dated as of April 30, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement (Schedule No. 4) being filed with the Board under Recordation Number 27139-B.

The names and addresses of the parties to the enclosed document are:

Assignor: Greenbrier Leasing Company LLC  
One Centerpointe Drive, Suite 200  
Lake Oswego, OR 97035

Assignee: Mitsui Rail Capital, LLC  
71 South Wacker Drive, Suite 1800  
Chicago, IL 60606

Anne K. Quinlan, Esquire  
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A description of the railroad equipment covered by the enclosed document is:

300 railcars: AOK 66510 - AOK 66809.

A short summary of the document to appear in the index is:

Memorandum of Assignment and Assumption Agreement.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/sem  
Enclosures

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SURFACE TRANSPORTATION BOARD

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***MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT***

***BETWEEN***

***GREENBRIER LEASING COMPANY LLC***

***AND***

***MITSUI RAIL CAPITAL, LLC***

***APRIL 3, 2008***

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Memorandum of Assignment and Assumption Agreement made and entered into as of April 2, 2008, by and between Greenbrier Leasing Company LLC, an Oregon limited liability company ("Assignor"), and Mitsui Rail Capital, LLC, a Delaware limited liability company ("Assignee").

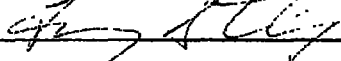
W I T N E S S E T H:

1. Assignor, as Lessor, leased to Ferrocarril Mexicano, S.A. de C.V. ("Lessee") three hundred (300) 5,188 c.f. through-sill covered hopper railcars, marked and numbered AOK 66510 through AOK 66809, inclusive (the "Cars"), pursuant to that certain Lease Agreement dated May 16, 2000 (the "Lease Agreement"), and Schedule No. 4 thereto effective as of October 1, 2007 (Schedule No. 4 and the Lease Agreement as it relates to Schedule No. 4 collectively, the "Lease").
2. Assignor has agreed to assign to Assignee and Assignee has agreed to accept from Assignor the Lease and the Cars.
3. This Memorandum of Assignment Agreement may be executed by the parties hereto in any number of counterparts, and all counterparts taken together shall be deemed to constitute one instrument.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed by their respective officers as of the date and year first above written.

GREENBRIER LEASING COMPANY LLC

By:  \_\_\_\_\_

Title: Vice President

MITSUI RAIL CAPITAL, LLC

By: \_\_\_\_\_

Title: \_\_\_\_\_

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IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed by their respective officers as of the date and year first above written.

GREENBRIER LEASING COMPANY LLC

By: \_\_\_\_\_

Title: \_\_\_\_\_ **President** \_\_\_\_\_

mitsui rail capital, LLC

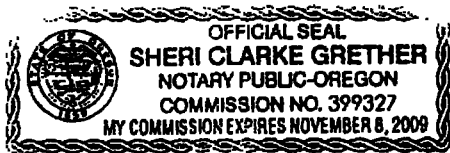
By:                     

Title: President \_\_\_\_\_

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STATE OF OREGON                     )  
   ) ss.  
COUNTY OF CLACKAMAS             )

On this 28 day of April, 2008, before me personally appeared Larry Stanley,  
to me personally known, who being by me duly sworn, says that s/he is the Vice President  
\_\_\_\_\_ of Greenbrier Leasing Company LLC and that the foregoing instrument was  
signed on behalf of said company, and s/he acknowledged that the execution of the said  
instrument was her/his free act and deed.



Sheri Clarke Grether  
NOTARY PUBLIC  
My commission expires: 11-8-2009

STATE OF ILLINOIS                     )  
   ) ss.  
COUNTY OF \_\_\_\_\_ )

On this \_\_\_\_\_ day of \_\_\_\_\_, 2008, before me personally appeared  
\_\_\_\_\_, to me personally known, who being by me duly sworn, says  
that he is the \_\_\_\_\_ of Mitsui Rail Capital, LLC. and that the foregoing  
instrument was signed on behalf of said company, and he acknowledged that the execution of the  
said instrument was his free act and deed.

\_\_\_\_\_  
NOTARY PUBLIC  
My commission expires: \_\_\_\_\_

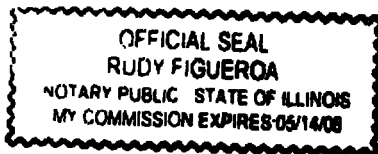
STATE OF OREGON                     )  
   ) ss.  
COUNTY OF CLACKAMAS             )

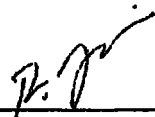
On this \_\_\_\_ day of \_\_\_\_\_, 2008, before me personally appeared \_\_\_\_\_,  
to me personally known, who being by me duly sworn, says that s/he is the \_\_\_\_\_  
\_\_\_\_\_ of Greenbrier Leasing Company LLC and that the foregoing instrument was  
signed on behalf of said company, and s/he acknowledged that the execution of the said  
instrument was her/his free act and deed.

\_\_\_\_\_  
NOTARY PUBLIC  
My commission expires: \_\_\_\_\_

STATE OF ILLINOIS                     )  
   ) ss.  
COUNTY OF COOK                     )

On this 30<sup>th</sup> day of April, 2008, before me personally appeared  
Mark Brocht, to me personally known, who being by me duly sworn, says  
that he is the President of Mitsui Rail Capital, LLC, and that the foregoing  
instrument was signed on behalf of said company, and he acknowledged that the execution of the  
said instrument was his free act and deed.



  
\_\_\_\_\_  
NOTARY PUBLIC  
My commission expires: \_\_\_\_\_



**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 5/1/08



\_\_\_\_\_  
Robert W. Alvord